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June 18, 2015

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of June 18, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC  
555 California Street, 4th Floor  
San Francisco, CA 94104

Lessee: Statoil Marketing & Trading (US) Inc.  
120 Long Ridge Road, Suite 3EO1  
Stamford, CT 06902

A description of the equipment covered by the enclosed document is:

84 tank cars within the series STAX 20451 – STAX 20562 as more particularly set forth on the attachment to the document.

A short summary of the document to appear in the index is:

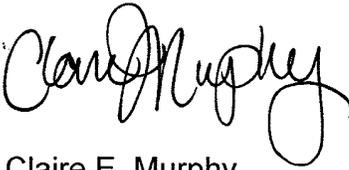
Memorandum of Lease Agreement.

Section Chief  
June 18, 2015  
Page 2

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

dated as of June 18, 2015

between

STATOIL MARKETING & TRADING (US) INC.  
as Lessee,

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 18, 2015, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and STATOIL MARKETING & TRADING (US) INC. ("Lessee"), with reference to the following:

Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Lease Supplement No. 5 dated as of June 18, 2015, executed pursuant to and incorporating the terms of that certain Lease Agreement dated as of February 3, 2015, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**





**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

84 28Mg coiled and insulated tank cars

STAX	20451
STAX	20453
STAX	20454
STAX	20455
STAX	20457
STAX	20460
STAX	20461
STAX	20462
STAX	20464
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STAX 20560  
STAX 20562

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: June 18, 2015

  
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Claire E. Murphy